

**BAKER
&
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August 5, 1996

VIA FACSIMILE

CONFIRMATION COPY

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U. S. Environmental Protection Agency
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RECEIVED

Re: 216 Paterson Plank Road, Carlstadt, New Jersey (SCP)
Warner-Lambert Company

AUG 08 1996

Dear Bill and Ms. Cristiano:

This letter follows up on Bill's letter dated July 30, 1996, which advised parties of an August 12, 1996, deadline to notify EPA of their desire to participate in a *de minimis* settlement, and my associates' telephone conversation with Ms. Cristiano. This letter specifically sets out our understanding of what will be required in order to preserve the eligibility of our client, Warner-Lambert Company, to participate in the *de minimis* settlement should its waste volume qualify. Because the deadlines in Bill's July 30 letter are so near, and because of Ms. Cristiano's additional instructions, we have taken the liberty of sending copies of this letter to Ms. Quin, with the PRP group's allocation consulting firm, and Mr. Goldberg, as a representative of the PRP group's *de minimis* settlement committee. We would ask Ms. Cristiano to treat this letter as an indication of the Company's interest in considering participation in the settlement if it otherwise qualifies.

To our surprise, we first learned the waste volume that the PRP group's allocation consultant preliminarily assigned to Warner-Lambert in an enclosure to Bill's July 30 letter. On August 1, 1996, we learned from Lisa Grow, in Bill's office, that the group's allocation consultant attempted to notify us of its initial determination of Warner-Lambert's waste volume by letter dated July 8, 1996. We never received the July 8 letter, however, until Ms. Grow faxed it to us on August 1. The July 8 letter would have provided an opportunity to submit additional information relevant to the conversion of the amount paid to SCP into gallons of waste.

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August 6, 1996

For reasons we will explain in detail in a separate submission, the allocation consultant's estimate of waste sent to SCP far exceeds the capacity of the Company's Morris Plains facility to generate such waste. Ms. Cristiano has advised us that, in order to preserve Warner-Lambert's potential eligibility for the *de minimis* settlement, we must submit that information by Monday, August 12, and we are endeavoring to abide by those instructions.

We will also aim to convince the group's allocation consultant of the merits of our position, with the goal of having the consultant assign Warner-Lambert a qualifying waste volume (*i.e.*, 50,000 gallons or less). We intend to submit all relevant information to the PRP group's allocation consultant and to Ms. Cristiano simultaneously.

In sum then, and unless you, Ms. Cristiano, and/or Mr. Goldberg advise us to the contrary, we intend to work with both EPA and the PRP group's allocation consultant to address Warner-Lambert's waste volume and assume that, if we succeed in convincing both entities that the Company's waste volume qualifies for the *de minimis* settlement, Warner-Lambert will be eligible to participate in it. If these understandings are in any way deficient to preserve Warner-Lambert's eligibility in this regard, we would appreciate hearing from you at your earliest convenience.

Best regards,

A handwritten signature in black ink, appearing to read "Th. R. Mounteer".

Thomas R. Mounteer

cc (via facsimile): Carol Duncan Quin, Clean Sites
Seth Goldberg, Steptoe & Johnson